

NAMATJIRA

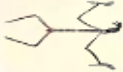


HAVEN LTD

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THE CONSTITUTION OF NAMATJIRA HAVEN LIMITED (Version 4.0 - as amended 19 November 2015) (Replaces V 3. Nov 2012)



Gulghiwen Residential Program for Men
PO Box 14 Alstonville NSW 2477 www.namatjirahaven.com
We acknowledge our funders: PM & C, Doni, CS NSW, NSW Health



Family Health and Wellbeing Service
PO Box 14 Alstonville NSW 2477 www.namatjirahaven.com
We acknowledge our funders: PM & C, Doni, CS NSW, NSW Health



An Aboriginal Community Controlled Organisation incorporated in 2007 under the Corporations Act. A Public Company Limited by Guarantee - ACN 126 018 497

Namatjira Haven Drug and Alcohol Healing Centre ®™

**A Registered Charity and Deductible Gift Recipient Organisation
Charitable Fundraising Authority - CFN/20589**

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1. INTERPRETATION AND PRELIMINARY

1.1 Definitions

In this Constitution:

“Act” means the Corporations Act

“Board” means the board of directors of the Company

“Chief Executive Officer” means the person appointed by the board to act as chief executive officer

“Commission” means the Australian Securities and Investments Commission

“Constitution” means this Constitution and any supplementary substituted or amending Constitution for the time being in force

“Company” means Namatjira Haven Limited

“Directors” mean the directors of the Company, “member” means a member of the Company

“month” means a calendar month

“seal” means the common seal of the Company and includes any official seal of the Company

“Secretary” means any person appointed to perform the duties of a secretary of the Company

1.2 Interpretation

Expressions in Act - Except so far as the contrary intention appears in this Constitution, an expression in this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act.

Headings - Headings and marginal notes are for convenience only and shall not be used in the interpretation of this Constitution or of any part thereof to which they relate.

Gender - Words denoting a gender include each other gender and words denoting an Individual or person include a body corporate.

Replaceable Rules Excluded - The replaceable rules contained in the Act shall not apply to this Company.

1.3 Amendments to Constitution.

This Constitution may only be amended by special resolution through a majority vote of at least 75% of members at a General meeting.

2. VISION, MISSION, OBJECTS & VALUES

2.1 Vision

Namatjira Haven is an independent Aboriginal Community Controlled Organisation which plays a leading role in empowering Aboriginal people to strengthen their health and wellbeing.

2.2 Mission/Aim

Namatjira Haven provides safe and secure Aboriginal programs and services, in a culturally appropriate manner, to support Aboriginal people and communities to address problematic substance use and related issues, and create awareness and motivation for positive change.

2.3 Primary Objectives

We will offer services directly to Aboriginal men that relieve poverty, distress, sickness, destitution, trans-generation trauma and other misfortunes. Our counselling, assistance, education and supplementary services will focus on reducing the occurrence of alcohol and drug dependence, domestic and family violence and child abuse and on promoting healing and wellbeing within families and the community. In doing this we will provide clients a caring, non-judgemental, professional and learning environment where clients can focus on:

- 🌍 The impact of alcohol and other drug misuse upon themselves, their families and the community.
- 🌍 Accepting responsibility for their behaviour and gain an understanding of the consequences of such behaviours.
- 🌍 Devising strategies and pathways for living a life free of harmful and negative practices.
- 🌍 Strengthening living, social, interpersonal and communication skills that will enhance their lives.
- 🌍 Rebuilding their sense of self-worth and value to the community and achieve self-determination.
- 🌍 Reconnecting with their families, communities and traditional Aboriginal culture, values and beliefs.







The Company shall establish a gift fund to be named the “Namatjira Haven - Gift Fund” into which only gifts of money and/or property (and any interest or other return thereon) may be made for the purposes of the objects of the Company and the following shall apply:

- (a) The Company must maintain a separate bank account for the Gift Fund.
- (b) The Company must only use the Gift Fund for the principal purposes of the Company.
- (c) Receipts issued for the Gift Fund must state the full name of the Gift Fund, the Company’s Australian Business Number and the fact that the receipt is for a gift.
- (d) In the event of a winding up or dissolution of the Company or in the event that any endorsement of the Gift Fund as a deductible gift recipient under the Income Tax Assessment Act is revoked, clause 5.3 shall apply.

2.4 Values

“Our Values are:

- 🌍 Professionalism

-  Integrity
-  Respect
-  Confidentiality
-  Culture & Lore
-  Person Centred
-  Strong Families.

These values are reflected in the design and delivery of our services and in the way we treat our clients, employees and all those associated with our organisation. We will provide a safe and supportive environment for our clients and employees.”

2.5 Aboriginality of Directors and Employees.

As an Aboriginal Community Controlled Organisation, Namatjira haven will aim to have a minimum of 70% of all Director and Employee positions filled by persons who identify as Aboriginal. The Office Bearer positions of Chairperson and Deputy Chairperson shall be held by Aboriginal persons.

3.USE OF FUNDS

3.1 Promotion of Objects

The income and the property of the Company shall be applied towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company.

3.2 Remuneration and Fees

Nothing in clause 3.1 shall prevent the Company from entering into arrangements, understandings or agreements with members on any commercial terms considered by Directors to be reasonable or desirable in achieving the Company’s objects and the Company may in good faith pay reasonable and proper remuneration to its Directors and to any servant or employee in return for any services actually rendered to the Company. The Company may resolve to reimburse a person for reasonable expenditure properly incurred by way of travelling expenses or other out of pocket expenses in the service of the Company.

4.LIABILITY

The liability of each member of the Company is limited.

5.DISSOLUTION

5.1 Contribution

Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he/she is a member or, within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he/she ceased to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves PROVIDED THAT the maximum liability of a Member to contribute shall be ten dollars (\$10).

5.2 Surplus Property

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act, which is not carried on for the profit or gain of its individual members and which has objects similar to the objects of the Company, PROVIDED THAT the constitution or rules of that organisation must prohibit the distribution of its income and/or property among its members. Such institution or institutions shall be determined by the members of the Company by ordinary resolution at or before the time of dissolution.

5.3 Gift Fund

Notwithstanding anything in clause 5.2, in a winding up or dissolution of the Company or in the event that any endorsement of a gift fund established under clause 2 as a deductible gift recipient is revoked, the surplus assets of the fund must be given or transferred to an endorsed public benevolent institution in Australia to which income tax deductible gifts can be made.

6. MEMBERSHIP

6.1 Current Members

All persons who are members on the date on which this Constitution is adopted shall remain members until their membership ceases in accordance with this Constitution.

6.2 Qualified Applicant

To be a Qualified Applicant for membership, a person must:

- (a) be nominated in writing by an existing member as a suitable applicant
- (b) have indicated in writing that he or she believes that he/she can assist the Company in achieving its aims and objectives, and
- (c) not be a former employee of the Company (unless a period of three (3) years has elapsed since the employment ceased) PROVIDED THAT a current officer of the Company may be a Qualified Applicant.
- (d) the person nominated must have demonstrated interest, knowledge and experience in the delivery of the objects of Namatjira Haven.

6.3 Applications for Membership

An application for membership may only be made by Qualified Applicants and shall be in such form as the Board from time to time prescribes.

6.4 Acceptance of Application

At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the Qualified Applicant. In no case shall the Board be required to give any reason

for the rejection of an applicant.

6.5 Admission of Members

When a Qualified Applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of acceptance PROVIDED THAT in accordance with clause 10.14, he shall have no voting rights until a period of 180 days has elapsed after the Secretary sends the acceptance notice under this clause.

6.6 Names In Register Of members

In accordance with section 231 of the Corporations Act, no person shall become a member of the Company unless his/her name and address are entered on the register of members

7.COMPANY REGISTERS

7.1 Register To Be Kept

The Company shall keep the registers required under the Corporations Act, including specifically a register of members, (where the Company issues debentures) a register of debenture holders. The registers can be kept on a computer.

7.2 Contents of Register of Members

The register of members must include separately the name and address of each member and the date on which the entry was made. The register must also show the names and addresses of each person who ceased to be a member in the preceding 7 years and the date on which he/she ceased.

7.3 Location Of Register

The registers shall be kept at the Company's registered office, its principal place of business, a place where the work on maintaining the register is done or another place approved by the Commission.

7.4 Inspection Of Register

The registers may be inspected and copied in accordance with the Corporations Act.

8.CESSATION OF MEMBERSHIP

8.1 Resignation of Member

A member may at any time by notice in writing to the Secretary resign his membership of the Company.

8.2 Misconduct

If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board shall have the power to expel

the member from the Company and erase his name from the register of members provided that at least one (1) month before the meeting of the Board at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodge with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Board elect to have the question of expulsion dealt with by the Company in General Meeting and in that event a General Meeting of the Company shall be called for the purpose and if at the meeting a special resolution for the expulsion of the member be passed the member shall be expelled and his name removed from the register of members PROVIDED THAT the expelled member will remain liable to pay all amounts due and payable to the Company as at the date of expulsion and such amounts may be recoverable by the Company as a debt immediately due and payable.

8.3 Non-Participation

Where a period of 24 months has passed since a member last attended a general meeting of the Company, the Secretary may send him a notice requesting that the member indicate whether he wishes to remain a member. In the event that within one month of the notice, there is no response or the response is in the negative, the member's membership will terminate and his name shall be removed from the register of members.

9. GENERAL MEETINGS

9.1 Directors Convening General Meetings

The Board (but not an individual Director) may whenever it thinks fit convene a general meeting and the Board shall do so if requisitioned by members under section 249 D of the Corporation Act.

9.2 Members Convening General Meetings

Members shall have the power to convene a general meeting pursuant to the provisions of Section 249F of the Act PROVIDED THAT in accordance with the section the members must pay the expenses of calling and holding the meeting.

9.3 Annual General Meetings

An annual general meeting of the Company shall be held in accordance with the Act and all meetings other than annual general meetings shall be called special general meetings.

9.4 Notice Of General Meeting

Subject to section 249H of the Corporations Act, at least twenty one (21) days' notice of a general meeting must be given to members specifying the place, day and hour of the meeting and in the case of special business, the general nature of such business.

9.5 Short Notice

In accordance with section 249H of the Corporations Act, the Company can give less than 21 days' notice, in the case of an annual general meeting, if all members agree beforehand and in

the case of any other general meeting, if 95% of the members agree beforehand Such short notice however cannot be given for a meeting at which a resolution removing a Director under section 203D is proposed or at which a resolution appointing a Director in place of a Director so removed is proposed or at which a resolution removing the auditor under section 329 is proposed.

9.6 Omitting To Give Notice

The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members or the auditors of the Company or the accidental omission to advertise (if necessary) such meeting shall not invalidate the proceedings at or any resolution passed at any such meeting.

9.7 Postponement Of Meeting

The Board shall have power to postpone the holding of any general meeting provided that the postponed meeting shall be held within twenty-one (21) days of the date for which it was originally called.

9.8 Notice Of Postponed meeting

Whenever any meeting is postponed for ten (10) days or more, then not less than two (2) days' notice shall be sent to the members of every such postponed meeting as in the case of the original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.

9.9 Special Business

All business shall be special that is transacted at a general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, the report of the Directors and auditors, the election of Directors in place of those retiring and the appointment and fixing of the remuneration of the auditors.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 Quorum

No business shall be transacted at any general meeting unless a quorum of at least half the total number of members at the time is present when the meeting proceeds to business.

10.2 Member Includes A Proxy Or Representative

For the purposes of this clause "member" includes a person attending as a proxy or as representing a corporation or other body corporate which is a member.

10.3 No Quorum Present

If within fifteen minutes after the time appointed for the holding of a meeting a quorum is not present, the meeting, if convened by, or upon the requisition of members, shall be dissolved, but in any other case, it shall stand adjourned for fifteen (15) minutes at the same place or to such other day time and place as the Board may by notice to the members appoint. If at such adjourned meeting a quorum is not present the members present shall be a quorum.

10.4 Chairperson

If the Board has elected one of the Directors as Chairperson that Director shall preside as chairperson at every general meeting.

10.5 Adjournment

The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.6 No Notice of Adjourned Meeting Required

Unless a meeting is adjourned for thirty (30) days or more or unless it is adjourned under clause 10.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.7 Notice, Required In Certain Circumstances

When a meeting is adjourned for thirty (30) days or more or it is adjourned under clause 10.3, notice of the adjourned meeting shall be given as in the case of an original meeting.

10.8 Voting

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a) by the chairperson; or
- b) by any member present in person or by proxy or by representative and entitled to vote.

10.9 Evidence Of Votes Cast

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.10 Withdrawing Demand For Poll

The demand for a poll may be withdrawn.

10.11 Manner of Holding A Poll

If a poll is duly demanded, it shall be taken in such manner and (subject to clause 10.12) either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

10.12 Certain Polls to Be Held Forthwith

A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

10.13 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

10.14 General Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of membership at meetings of members or classes of members on a show of hands, every member present has one vote, and on a poll every member present in person or by proxy or attorney has one vote.

10.15 Mental Health, Insolvency

- a) If a member, being a natural person, is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or bankruptcy, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member.
- b) If a member, being a body corporate is wound up under the Corporations Act or any other similar statute, its liquidator may exercise any rights of the member in relation to a general meeting as if the liquidator were the member.

10.16 Objections to Voting Qualifications

- a) an objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered
- b) any such objection shall be referred to the Chairperson, whose decision is final
- c) a vote not disallowed pursuant to such an objection is valid for all purposes.

10.17 Proxy Instrument

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation or other body corporate, either under seal or under the hand of an officer or attorney duly authorised.

10.18 Proxy Must Be a Member

A proxy must be a member of the Company.

10.19 Extent of Proxy's Power

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

10.20 Form of Proxy

An instrument appointing a proxy may be in the following form or any other form which the Directors shall approve:

I, [INSERT NAME OF MEMBER]
Of [INSERT ADDRESS] being a member of Namatjira Haven Limited hereby appoint [INSERT NAME OF PROXY] of [INSERT ADDRESS]
or failing him/her [INSERT NAME OF ALTERNATE PROXY]
of [INSERT ADDRESS]
as my proxy to vote for me and on my behalf at the annual or general meeting (as the case may be) of the Company to be held on the day of 20
and at any adjournment thereof. Signed this day of 20

10.21 Alternative Proxies

The instrument appointing a proxy may appoint several persons in the alternative.

10.22 Deposit of Proxy

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid unless the Chairperson of such meeting with the consent of a majority of the members in person or by proxy attorney or representative at such meeting shall otherwise direct.

10.23 Proxy Vote

A vote given or act done in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power is given, if no authenticated intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

10.24 Corporate Representatives

Any member which is a body corporate may in accordance with section 250D of the Act appoint any person to act as its corporate representative to exercise all powers of the member at meetings of the Company.

11.APPOINTMENT AND REMOVAL

11.1 Number of Directors

The minimum number of Directors shall be Three (3) and the maximum shall be Seven (7). One Directorship shall be held by a representative of the Bundjalung Tribal Society (BTS). Where BTS is unable to appoint a representative, the Directorship may be filled as a Casual Vacancy or by the nomination and election of any member.

11.2 Rotation of Directors

This clause requiring the rotation of directors was removed by resolution of the members at the AGM 19 November 2015. [Note: Removal of this clause allows for Directors to voluntarily continue or resign. Where there are more than 7 nominations for Directorships, a ballot can be held as per Clause 11.4.1 (e).]

11.3 Nominations Committee

The Board shall form a nomination committee made up of no more than four (4) Directors who shall, before nominations are called each year and in light of the needs and aims of the Company at the time, determine what specific qualifications and/or experience is required of a nominee (Nomination Guidelines).

11.4 Procedure for Election Of Directors

11.4.1 Nominations of Directors

- a) The Board shall call for nominations each year by notice to each member and shall send to each Member the most recent Nomination Guidelines determined under clause 11.4
- b) Nominations for Directors (other than in the case of retiring Directors) shall be signed by two or more Members. A nomination will not be valid unless accompanied by a notice in writing from the nominee consenting to his/her nomination and indicating that he believes he has the type of qualifications and/or experience set out in the Nomination Guidelines.
- c) Nominations must be delivered to the Secretary 7 days before the day fixed for the Annual General meeting.
- d) Where the number of nominations equals the number of vacant positions to be filled, the candidate will be deemed elected and the rest of this clause 11.4 will not apply.
- e) Where the number of nominations exceeds the number of vacant positions to be filled, the Board will conduct a ballot in accordance with this clause 11.5

11.4.2 Ballot

The ballot for the election of Directors shall be conducted in such usual and proper manner as the Board may direct.

11.4.3 Declaration of Result

The candidates for the office of Director receiving the highest number of votes from Members

shall be declared elected as Directors by the Chairperson and the members shall be advised accordingly. In the case of an equality of votes for candidates for the office of Director, the result shall be determined by lot and the order in which the names are withdrawn shall be determine who is declared elected as Directors.

11.5 Qualification of Directors

A Director shall be required to be a member of the Company. Directorships shall be open to those persons other than employees who meet the following criteria:

- a) nominations must be in writing;
- b) they must not have been declared a bankrupt or insolvent under Administration in the last five (5) years;
- c) they must not have been convicted of an offence against a Commonwealth, State or Territory law and sentenced;
 - i. for fraud or misappropriation of assets or funds
 - ii. to imprisonment for two years or longer in the case of any other offence in the last 5 years
- d) they must have received, or be willing to undertake within 3 months of being appointed, some Board approved training in Governance;
- e) where the Board decides it is necessary, they must have received, or be willing to undertake within 3 months of being appointed, some Board approved training in Cross Cultural Awareness.

11.6 Directors' Appointment

The Board may at any time appoint any person to be a Director to fill a casual vacancy. Such appointments shall terminate at the next annual general meeting.

11.7 Appointment Where No Directors

In the event of there being no Directors at any time for any reason, the Company may by resolution appoint the minimum number of persons as Directors.

11.8 Removal and Appointment By Company

The Company may by resolution remove any Director and, subject to clause 11.3, may by resolution appoint another person in his stead.

11.9 Directors' Remuneration & Sitting Fees

The Directors may be remunerated for governance services, including sitting fees, to the company according to criteria and conditions established by the Board of Directors. The maximum any Director may be remunerated for governance services in any one year is \$3,000.

11.10 Expenses

The Directors may be paid all travelling, hotel and other expenses properly incurred by them

in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

11.11 Vacation of Office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act or by virtue of any other provision of this Constitution, the office of a Director becomes vacant if the Director:

- i. ceases to be a member
- ii. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- iii. resigns his/her office by notice in writing to the Company
- iv. is absent without the consent of the Directors from three (3) consecutive meetings of the Directors.
- v. holds any office of profit under the Company without the consent of the Directors
- vi. is directly or indirectly interested in any material contract or proposed contract with the Company without the consent of the Directors PROVIDED THAT a Director shall not vacate his office by reason of his being a member, director, officer or employee of any corporation, society or association if he shall have declared the interest and the nature of his interest in the manner required by Act.

12. POWERS AND DUTIES OF DIRECTORS

12.1 Directors to Manage Business

Subject to the Act and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may exercise all such powers of the Company except where they are required by the Act or by this Constitution to be exercised by the Company in general meeting.

12.2 Certain Powers

Without limiting the generality of clause 12.1, the Directors may exercise all the powers of the Company to raise or borrow money, to mortgage or charge its undertaking or any property (both present and future) or business of the Company to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

12.3 Appointing Attorneys

The Directors may from time to time by power of attorney, appoint any corporation, person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors under this Constitution), for such period and subject to such conditions as they think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested

in such attorney.

12.4 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed in such other manner as the Directors determine.

13. PROCEEDINGS OF DIRECTORS

13.1 Directors' Meetings

The Directors may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

13.2 Technology

The Directors may hold a meeting using any technology by which each participating Director can communicate with each other participating Director whether verbally or in writing at the same (or substantially the same) time.

13.3 Quorum for Meeting Of Directors

The quorum for a directors' meeting is a majority of the total number of Directors holding office at the time of the meeting, PROVIDED THAT none has a material personal interest within the meaning of section 195 of the Act in any matter to be considered at the meeting. The quorum must be present at all times during the discussion and vote on any particular matter.

13.4 Continuing Directors

In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company.

13.5 Convening Meetings

The Chairperson or Secretary may at any time, and the Secretary shall, on the requisition of two or more Directors, convene a meeting of the Directors.

13.6 Notice of Meetings

A notice of a meeting must set out the business to be dealt with at the meeting and it must be sent to each Director by ordinary mail, facsimile or email (or other technology agreed to by the Board) at least three (3) business days before the date of the meeting, unless each Director waives these notice requirements.

13.7 Board Decisions

Subject to this Constitution, including in particular, clause 6.8, questions arising at a meeting of

Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

13.8 Casting Vote

In the case of an equality of votes at a Directors' meeting, the Chairperson of the meeting shall have a second or casting vote.

13.9 Interested Directors

A Director who has a material personal interest in a matter being considered by the Board shall not be entitled to be present while the matter is being considered or to vote on the matter except as permitted under section 195 of the Act.

14. ALTERNATE DIRECTOR

14.1 Appointment

A Director may (with the board's approval) appoint a person to be an alternate director in place of himself (the principal director) during such period (not exceeding twelve (12) months) as the Director thinks fit.

14.2 Rights of Alternate Director

An alternate director is entitled to notice of meetings of the Directors and, if the principal director is not present at such a meeting, is entitled to attend and vote in his/her stead.

14.3 Powers of Alternate Director

An alternate director may exercise any powers that the principal director may exercise and the exercise of any such power by the alternate director shall be deemed to be the exercise of the power by the principal director.

14.4 Termination of Appointment

The appointment of an alternate director may be terminated at any time by the relevant principal director notwithstanding that the period of the appointment of the alternate director has not expired, and terminates in any event if the principal director vacates office as a director.

14.5 Manner of Appointment and Termination

An appointment, or the termination of an appointment, of an alternate director shall be effected by a notice in writing signed by the principal director served on the Company and in the case of an appointment approved by the Board.

15. CHAIRPERSON

15.1 Appointment of Chairperson

As soon as possible after each annual general meeting, the Board shall elect from amongst the Directors a Chairperson and Deputy Chairperson. Where there is an equality of votes for the

position of Chairperson or Deputy Chairperson, the position will be determined by draw of lots. A retiring Chairperson may be re-elected for a further term.

15.2 Chairing Meetings

The Chairperson shall chair Board and general meetings except that in the absence of the Chairperson and the Deputy Chairperson or, at the request of the Chairperson or of a majority of the meeting, another Director may be elected to chair the meeting.

15.3 Responsibilities

The Chairperson shall be responsible for liaising with the Secretary to prepare the agenda for Board and general meetings and shall be the principal contact between the Board and the Chief Executive Officer and management generally.

15.4 Chairperson Bound

The Chairperson shall be bound by the decisions of the Board.

16. DEPUTY CHAIRPERSON

The Deputy Chairperson shall act as the Chairperson in the absence of the Chairperson and in such case as the office of Chairperson is vacated, the Deputy-Chairperson shall assume the office of Chairperson.

17. CHIEF EXECUTIVE OFFICER AND SECRETARY

17.1 Appointment of Chief Executive Officer

The Board shall appoint a Chief Executive Officer.

17.2 Role of Chief Executive Officer

The Chief Executive Officer shall be primarily responsible for managing the Company, but in line with and subject to Board policy and direction and shall also act as principal spokesperson for the Company unless an alternate spokesperson has been appointed by the Board. The Chief Executive Officer shall make statements in accordance with previously agreed Board policy, or in an emergency following consultation with at least one half of the Directors. Except as approved by the Board, no individual Director, nor member of the Company, nor any representative of a member shall make any statement or express any view which purports to be a statement or view of the Company or having been made on behalf of or with the concurrence of the Company.

17.3 Secretary

Unless the Board determines otherwise, the Chief Executive Officer shall also act as the Company Secretary.

17.4 Role of Secretary

The Secretary shall publicise and keep minutes of meetings of the Board, Committees and general meetings in accordance with the provisions of this Constitution.

17.5 Agenda and Meetings

The Secretary shall use his/her best endeavours to circulate to Directors the agenda and matters to be decided upon at any Board meeting at least three (3) business days prior to meeting in accordance with this Constitution.

17.6 Circulating Minutes

The Secretary shall circulate to members of the Board a written account of the proceedings and decisions of the Board.

17.7 Keeping Minutes and Records

The Secretary shall cause records to be kept of the business of the Company including the Constitution, policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Company.

18.COMMITTEES

18.1 Delegation to Committee

The Directors may establish a committee or committees consisting of such of their number and such other persons as they think fit.

18.2 Powers of Committee

The Board may determine whether to delegate any of its power to a Committee or whether the Committee shall be an Advisory Committee only.

A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.

18.3 Chairperson

The members of such a committee may elect one of their number as chairperson of their meetings.

18.4 Where No Chairperson

Where such a meeting is held and:

- (a) a chairperson has not been elected as provided by clause 18.3 or
- (b) the Chairperson is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act the members present may elect one of their number to be Chairperson of the meeting.

18.5 Manner of Meeting

A committee may meet and adjourn as it thinks proper.

18.6 Committee Decisions

Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

19.RESOLUTIONINWRITING

19.1 Signing a Document

If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which the document was last signed by a Director.

19.2 Two or More Documents

For the purposes of clause 19, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

20.ACTSOFDIRECTORS

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

21.SEAL

21.1 Seal Optional

The Directors may elect that the company not have a seal.

21.2 Safe Custody

If a seal is chosen, the Directors shall provide for the safe custody of the seal.

21.3 Use of Seal

If a seal is chosen, the seal shall be used only by the authority of the Board, or of a committee of the Directors authorized by the Directors to authorise the use of the seal, and every document to which the seal is affixed shall be signed by a Director and be countersigned by another Director, a secretary or another person appointed by the Directors for the purpose.

22. ACCOUNTS

22.1 Accounts to Be Kept

The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act.

22.2 Inspection

The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

23. AUDIT

A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Act.

24. OFFICER'S INDEMNITIES AND INSURANCE

24.1 Indemnities

To the greatest extent permitted by law:

- (c) every person who is or has been a Director or Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for legal costs incurred by that person as a Director or Officer in defending or resisting any civil or criminal proceedings except where and to the extent the Act disallows such an indemnity; and
- (b) every person who is or has been a Director or Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the Director or Officer in his or her capacity as a Director or Officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct not in good faith or where the liability is for a pecuniary penalty order under section 1317G or a compensation order under section 1317H.

24.2 Insurance

To the greatest extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Company or of a subsidiary of the Company against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Section 182 or 183 of the Act.

24.3 Access to Books

In accordance with section 198F of the Corporations Act, each Director and Officer shall have the right to inspect the books of the Company at all reasonable times for the purpose of legal proceedings:

- (a) to which the person is a party
- (b) that the person proposes in good faith to bring
- (c) that the person has reason to believe will be brought against him

24.4 Indemnity And Insurance Agreement

Subject to the Corporations Act, the Board may agree to put in place an agreement with a Director and/or Officer of the Company under which the Company agrees (subject to clauses 24.1 and 24.2) to indemnify and maintain insurance cover for the Director or Officer for the period while he holds office and for the period 7 years after he ceases to hold office.

24.5 Interpretation

In clause 24:-

- (a) the term “proceedings” means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company); and
- (b) the term “Officer” has the meaning given to that term in Section 9 of the Act and includes every member of the Board.

25.NOTICES

25.1 Service

A notice may be given by the Company to any member either by serving it on him personally or by sending it by post, by fax or by email (or by other technology approved by the Board) to such member at his/her address as shown in the register of members or the address supplied by such member to the Company for the giving of notices to the member.

25.2 Deemed Receipt

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by facsimile or email, it shall be deemed to be effected by sending the notice to the fax number or email address provided by the member and on the day after it is sent (unless the Company has notice of a malfunction or an incorrect address within 24 hours of sending it).

